

Approved  
By decision of Board of Directors  
JSC «NC «KTZ»  
from September 20, 2019 (minutes no.14)

Amended and added  
By decision of Board of Directors  
JSC «NC «KTZ»  
from November 29, 2021 (minutes no.14)

# **CODE OF ETHICS AND CONDUCT OF JSC «NC «KTZ» AND SUBSIDIARIES**

## **ADDRESS OF THE MANAGEMENT**

**Dear colleagues,**

Compliance with the principles of business ethics and responsible behaviour are the main elements of the corporate culture in the Company.

Each of us makes daily decisions that can have financial and reputational consequences for the Company, as well as affect people and society.

In this regard, we have developed a Code of ethics and conduct that will guide each of us in making the right decisions, acting on the basis of our values, principles of open and honest business, standards of responsible behaviour.

How the Company is perceived by others depends largely on each of us.

Therefore, we urge everyone to carefully study and understand the importance of the requirements of this Code, as well as to ensure strict compliance with all its provisions in the performance of their duties.

We believe that a constant commitment to our values, following ethical norms and standards of behavior in everyday work will allow us to obtain a credit of trust from all interested parties, which is a prerequisite for the sustainable development of our Company.

The reputation of the Company is in the hands of each of us!

**Chairman of the Board of Directors**  
**JSC «NC «KTZ»**  
**K. Shomodi**

**Chairman of the Management**  
**Board**  
**JSC «NC «KTZ»**  
**N. Sauranbayev**

## WHAT ARE OUR VALUES?

*Corporate values are the Foundation of the corporate culture of the Company - significant, generally accepted and shared by all employees beliefs and principles enshrined in the standards and rules of conduct.*

Corporate values are the link between the Vision and Mission of the Company and contribute to the effective achievement of strategic and operational goals.

We expect that the company's values stated below will become a reference point for each of You in building relationships with all stakeholders and the society in which we live and work:

**Safety** - We are responsible for the life, health and safety of each of our employees, passengers and cargo. This is our top priority. Even the smallest mistake can have a very high price.

**Leadership** - it is important for Us to work harmoniously, because we are part of a single system that works for the benefit of each of our clients and the country as a whole. The knowledge and experience gained over the years, we pass on to the next generation. We respect and appreciate everyone, regardless of the level of position, profession and personal interest.

**Ambitions** - We face all difficulties and challenges with dignity, persistently overcome any obstacles on our way, because we know that the well – being of our clients, whose interests and needs are our main priority, depends on us.

**Pride** - We devote all our life to the industry, as we deliver critical goods for the population, connect cities and States, and work even in the most remote regions of the country. We are proud of our profession and the fact that our grandfathers and fathers worked on the railway.

**Responsibility** - We provide quality services for all our customers, because we are the flagship in the market of transport services. We achieve results even in the most difficult situations, because we are professionals and rely on experience and rich history.

### **Your duty:**

- To see the values of the Company, to realize and to decide to what extent they are suitable to You personally, are You willing to separate them;
- Every time when performing their daily work, in making any decision, ask the following questions:
  - Why and why should I follow these values?
  - Why is it profitable for me as an employee to follow these values?
  - What will happen if we do not follow these values?
  - As will be considered one or the other value when making decisions?
  - How to behave in accordance with a particular value?

## **Who is this Code Ethics and Conduct for?**

*The provisions of this Code directly apply to all officials and employees of JSC "NC "KTZ" and its subsidiaries (hereinafter together - the Company). The reference to "You", "us" or "all" in this Code means the reference to all employees of the Company regardless of their position.*

Subsidiaries of JSC «NC «KTZ» are obliged to adopt this Code in proportion to their compliance risks.

Business partners, customers, suppliers and other third parties who interact with the Company or represent the Company must adhere to the provisions of this Code or other similar compliance policies of the Company.

This Code is posted on the corporate website of the Company.

## **Why do we need the Code Ethics and Conduct?**

*Our strategy is that the Company intends to become a leader among the companies-analogues in sustainable development, quality and economic efficiency of services provided by improving business processes, digitalization and improving the professionalism of employees.*

Our strategic goals are:

- ✓ Increase the level of efficiency of the Company;
- ✓ Increase customer satisfaction;
- ✓ Guarantee safety of movement of trains;
- ✓ Sustainable development of the Company.

Without maintaining and increasing confidence in our activities on the part of all stakeholders, we will not be able to achieve our strategic and operational objectives.

This Code is aimed at developing our corporate culture and strengthening the company's reputation as an open and honest market participant.

This Code offers detailed and specific instructions on how to act in daily work, taking into account the values proclaimed in the Company.

You will receive answers to specific, frequently asked questions, as well as examples illustrating how the principles of this Code should be applied in practice.

This Code does not cover the full range of risks that we may face, therefore, does not relieve us of the need to reason sensibly and be responsible for their actions in the performance of their duties.

## SERVICE

### COMMITMENT TO OUR MISSION

*As a strategic transport company in Kazakhstan, we provide a quality basis for sustainable growth of our clients ' business, create value for the sole shareholder, and benefit consumers and society as a whole, through the provision of safe and competitive transportation services.*

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#### **Your duty:**

- Recognize a special obligation to serve our society and the state in the exercise of activities on behalf of the Company and to exercise due care, properly realizing the mission and values of the Company;
  - Realize that Your responsibilities can have a direct impact on the quality and standard of living of the society and the state;
  - Conscientiously perform their duties in accordance with the Company's mission and do not take measures that go beyond Your job duties;
- Does not indicate that You officially represent the Company when dealing with their personal issues.

#### **What You need to pay attention to:**

- Signs of misconduct on the part of officials and employees that could adversely affect the company's reputation.

## SUSTAINABLE DEVELOPMENT

*Following the strategic goals of the sole shareholder to achieve sustainable development, we strive to ensure compliance with the principles of sustainable development, consistency of its economic, environmental and social goals.*

The company considers sustainable development as one of its strategic objectives.

We are aimed at strengthening the financial condition. At the same time, the criteria of production, investment and other financial decisions taken in the Company are not exclusively economic in nature, they also take into account social, environmental indicators and the principles of sustainable development.

We strive to have a minimal impact on the environment in the regions of our business presence through the optimal use of limited resources, the use of environmentally friendly, energy-saving technologies, waste disposal.

We are a socially responsible Company and promote:

- culture of traffic safety, occupational safety and health, involving all employees, contractors, as well as the population living in the regions with which the company's activities are associated;
- fair remuneration and respect for the rights of employees, professional development of staff, implementation of social programs.

As one of the largest employers in the country, we strive for social stability and settlement of labour disputes and conflicts.

**Your duty:**

- **Make sure that Your decisions and actions have no negative impact on the economy, environment and society;**
- Strive to take the measures necessary to minimize negative impact on stakeholders, in terms of economic, environmental and social aspects;
- Follow legislative and corporate requirements in the field of ecology, labour protection and industrial safety in the performance of their employment duties;
- Proceed only to the job for which You are trained and certified, and is also good for medical reasons. Stop doing any work if it becomes unsafe;
- If You see that any of the employees violate the rules and requirements in the field of ecology, labour protection and industrial safety, immediately warn the violator and report the violation to your direct supervisor;
- Do not hide and do not distort facts and circumstances of emergency situations and accidents on production;
- Do not hesitate to ask your supervisor if you have doubts

**What you need to pay attention to:**

- Signs of any obvious or potential violations of the legislation of the Republic of Kazakhstan in the field of ecology, safety and labour protection, labour legislation.

**Q.** Does the Company have another document that is a guide to sustainable development?

**A.** Yes, the Company has a Corporate Governance Code that provides detailed guidance on sustainable development. At the same time, the Company has adopted a Policy in the field of Sustainable Development, which defines the fundamental principles for improving the Company's activities and ensuring sustainable development. We also recommend you to read the Report on Sustainable Development of JSC «NC «KTZ», which is formed on an annual basis. You can find these documents on the corporate website [www.railways.kz](http://www.railways.kz).

**Q.** Which of the documents do I need to read first on safety issues in the railway industry?

A. Safety rules on railway transport, approved by the order of the acting Minister for investment and development of the Republic of Kazakhstan dated March 26, 2015 № 334.

## **ETHICAL CONDUCT**

*Reputation is a key asset of the Company based on trust.*

The company seeks to gain the trust of the state, customers, business partners, investors and society. Trust arises from a consistent commitment to high ethical norms and standards of conduct.

We are all representatives of the Company, and our actions can have an impact on its reputation. Each of us must be correct in behaviour to preserve the reputation and image of the Company.

High standards of ethical conduct mean that all employees of the Company follow the principles of honesty, integrity, impartiality, respect in dealing with colleagues, customers and business partners of the Company, as well as with other third parties, commitment to zero tolerance for bribery and corruption.

### **Your duty:**

- Follow generally accepted moral and ethical norms and standards of conduct;
- Show respect for the state and other languages, traditions and customs of all countries, working in Kazakhstan and abroad;
- As a General moral and ethical standards of behaviour in time, avoid antisocial behaviour that may harm the reputation of the Company;
- Refrain from public statements about the Company activities, if You don't have sufficient authority;
- Stick to a neat, business and corporate style in clothes and appearance in the performance of official duties, depending on the conditions of service.

### **What You need to pay attention to:**

- Unethical behaviour of employees, which can lead to loss of reputation of the Company.

**Q.** I suspect that a colleague comes to work in a state of intoxication, and maybe even drinks alcohol in the office. What am I supposed to do?

**A.** You should immediately inform Your supervisor, who will take the necessary measures to solve the problem.

## **EXTERNAL COMMUNICATION**

*Being an official or an employee of the Company, if You behave unethically in public places, are active in social networks, where you discuss aspects of the*

***Company's activities - all this will give rise to criticism of the Company from the public.***

You should always remember that you represent the Company even beyond its borders.

Any unauthorized external communication on behalf of the Company affects its reputation.

Only authorized persons of the Company have the right to publicly speak, comment on the company's events or make any statements in the media (media) and social networks.

This Code shall not prohibit the coverage of matters required by law or by judicial decision.

Social media activity should be used only for personal purposes, in your free time and should not be associated with the Company. You need to comply with the approved Rules of conduct of employees in social networks, messengers and blog platforms placed in the electronic document management system.

Any information disclosed on behalf of the Company shall be accurate in all material respects, complete, correct and in accordance with the current legislation of the Republic of Kazakhstan and internal documents of the Company.

**Your duty:**

- Never contact on behalf of the Company, if you don't have this authority;
- Never openly use their official position for personal gain;
- Not Express his personal opinion about the Company in media, social networking, etc.

**What You need to pay attention to:**

- Unofficial activity in social networks on aspects of the Company's activities.

**Q.** Sometimes at home I visit blogs on the Internet. A few days ago I noticed a comment from a former employee of the Company, who described his experience in the Company very negatively. I would like to respond to his comments. Can I do that?

**A.** You have no right to answer on behalf of the Company. However, You can Express your personal point of view by making sure that you do not disclose any confidential information about the Company. Perhaps the Company should officially respond to the statements in this blog to protect its reputation. Therefore, it would be correct to report this to Your immediate supervisor, compliance-controller and the media relations Department.

**ATTITUDE TO EMPLOYEES**

**EQUAL EMPLOYMENT AND WORKING CONDITIONS**



***Our people are the most valuable asset. Each employee is recognized as an important member of our large Company. Therefore, the Company provides equal opportunities to all employees to develop their professional abilities and skills.***

The company adheres to the principles of objectivity and honesty when making personnel decisions.

In order to eliminate compliance risks in the recruitment, evaluation, promotion and dismissal of personnel, the Company implements effective control procedures

**Your duty:**

- To perform their duties professionally based on our values and principles, adhering to the highest ethical norms, standards of behaviour;
- Make every decision about hiring, remuneration and promotion, taking into account merit, qualifications, performance and production needs;
- To exclude any possibility of nepotism, subjectivity or prejudice;
- To comply with employment and anti-corruption legislation of the Republic of Kazakhstan and internal documents of the Company.

**What You need to pay attention to:**

- Signs of any indecent or inappropriate behaviour in the workplace;
- Signs of any obvious violations or potential violations of labour and anti-corruption legislation of the Republic of Kazakhstan.

**Q.** What situations are accepted as a violation of equal conditions of employment and promotion, I can report?

**A.** Questions as to why another employee has a higher salary are unacceptable. The amount of salary is confidential information. You can report discrimination in the hiring process, promotion, and termination. For example, You learned that a new employee reflected in his resume experience for 5 years in one company. But are you sure that in fact, he or she did not work(a) in the company, which means deception on the part of the employee and such unfair behaviour is not allowed.

**PROHIBITION OF DISCRIMINATION AND HARASSMENT**

***The company strives to create such working conditions and climate in the team, where all employees build relationships on mutual respect for each other, behave correctly and professionally.***

Therefore, the Company does not tolerate any form of discrimination, including discrimination on religious, racial, ethnic, sexual, age and other grounds.

The company prohibits any form of conduct that is offensive, aggressive or hostile.

**Your duty:**

- Treat your colleagues respectfully and fairly;
- Not intimidate or insult his colleagues;
- Not to Express inappropriate comments about their colleagues;

➤ Do not conceive the facts of violations of a healthy microclimate in the team, including, when the behavior of peers causes inconvenience when an employee becomes a witness to misconduct of colleagues in the workplace when an employee address received threats and/or committed the harassment and/or violence.

**What You need to pay attention to:**

- Signs of any indecent or inappropriate behaviour in the workplace;
- Signs of any violations or potential violations of labour laws.

**Q.** My supervisor sometimes allows himself behavior that makes me feel uncomfortable – he invites me for a drink or starts personal conversations when no one is around. What do I do?

**A.** If You do not like the behaviour of Your Manager, it is best to start openly tell him/her about it. It is possible that Your supervisor does not understand that his/her behaviour causes You inconvenience. If that doesn't help, or You can't discuss the matter with him/her in person, You can ask for help from the human resources management Unit or the Hotline.

**Q.** I am a pregnant employee of the Company and my supervisor is putting pressure and asking to leave the job without any reason to avoid additional compensation and rather find a replacement employee.

**A.** As a pregnant worker, You have a special status and rights provided by the Labour Code of the Republic of Kazakhstan. If Your supervisor puts pressure on You without any reason, You should immediately report the situation to the Corporate Ombudsman, who deals with the settlement of labour disputes and conflicts or contact the Hotline.

## **INTERACTION WITH STAKEHOLDERS**

**We are aware that in order to achieve our strategic and operational goals and objectives, we must balance the interests of all stakeholders.**

Stakeholders can have both positive and negative impact on the company's activities, namely, on the growth of value, sustainable development, reputation and image, create or reduce risks. We attach great importance to responsible and appropriate behaviour in interaction with all stakeholders.

The Company's interaction with stakeholders is based on the following principles:

- respect and consideration of the interests, opinions and preferences of stakeholders;
- timely and regular communication of stakeholders;
- responsible performance of the assumed obligations.

## **OUR CLIENTS**

We are aimed at long-term mutually beneficial cooperation with our clients.

We are committed to ensuring customer satisfaction by providing quality services. The company carries out its activities with all its customers equally fair and equitable.

The company provides detailed information about its services in advertising, public statements and offers.

**Your duty:**

- To prevent customers and consumers of the actions and utterances that could cause damage to the Company and business reputation;
- Respectful to all clients, regardless of their legal or social status, financial situation, duration of service period in the Company;
- To provide consumers the completeness and accuracy of statements, reports and presentations;
- To perform his duties efficiently and on time, to seek optimal solutions, to be responsible for the result of their work;
- Not to participate in corruption schemes in the provision of services and does not cover those workers who have been involved;
- In a timely manner to resolve complaints and complaints customers, constantly improving the quality of services provided;
- To admit their mistakes and report them to managers in order to minimize possible negative consequences from the implementation of the compliance risk;
- To maintain a positive Company image, enhance the reputation of, respecting corporate values, ethical principles and standards of behaviour.

**What You need to pay attention to:**

- Any violation of access to the main railway network;
- Any violation of the established procedure for issuing technical conditions for the adjunction of access roads;
- Violations in the provision of supply and cleaning of freight cars;
- Violation of transport Regulations;
- Stowaway transportation of passengers;
- Acceptance and transportation of unformed baggage, cargo and correspondence.

**THE INVOLVEMENT OF THIRD PARTIES**

The company works with suppliers, consultants, business partners and other third parties on the basis of the principles of openness, full adherence to the law, honesty and efficiency.

The company refrains from attracting third parties that create the risk of loss of business reputation, therefore excludes cooperation with those who intentionally and/or constantly violate the legislation of the Republic of Kazakhstan, the principles and requirements of anti-corruption legislation, internal compliance policies of the Company.

The company requires all third parties to strictly comply with applicable legal and other regulatory requirements and acts relating to their activities and business.

We welcome the adoption by third parties of the provisions of this Code, anti-corruption policies and procedures. In turn, third parties expect us to adhere to the

provisions of this Code and are given the opportunity to report any actual or potential violations of this Code through the Hotline.

The draft contracts planned to be concluded with outsourcing service providers, business partners and organizations (with the exception of individuals who are not business entities) must provide for the need for them to comply with the ethical principles and standards of conduct established by this Code.

**Your duty:**

- Carefully analyze the activities of the potential supplier and/or contractor (experience, qualifications, reputation, competitiveness, existing relationship with the Company);
- Not collaborate with third parties with dubious reputation;
- Exert all efforts to create a competitive environment;
- Ensure that third parties with whom we interact, are aware of the provisions of this Code and other compliance policies;
- Make sure the reward matches the supplied goods, works and services;
- Signing a contract with a third party, include a confidentiality agreement and anti-corruption clause.

**What You need to pay attention to:**

- Third parties engage in or have been accused of unreliable business practices;
- Third parties insist on receiving a Commission or remuneration before entering into a contract with us.

You can learn more about the interaction with third parties by studying the following internal documents:

- ✓ Policy of combating corruption in JSC «NC «KTZ»;
- ✓ Anti-corruption code of JSC «NC «KTZ» and its subsidiaries in the field of procurement.

**Q.** The media reported that a potential supplier participating in an open competition is suspected of an economic crime. Should I report this?

**A.** Yes, You need to report this to the Compliance service or the Hotline.

**Q.** Юридическое лицо, с которой Компания намеревается сотрудничать, входит в списки запрещенных юридических лиц, опубликованные государственными или иными органами. Такое сотрудничество допускается?

**A.** Нет, такое сотрудничество не допустимо, так как юридическое лицо является не благонадежным. Кроме того, взаимодействие с таким лицом отрицательно повлияет на деловую репутацию Компании.

## **FAIR COMPETITION**

**Fair competition is a sign of a "healthy" market, where the actual benefit from the methods used in the competition is received by the end user.**

The antimonopoly legislation of the Republic of Kazakhstan protects the freedom of entrepreneurship and fair competition, prohibits anti-competitive actions and unfair competition.

Competition is based on the principles of competitiveness, good faith, legality, and respect for consumer rights, which are applied in the same way, equally and on equal terms to all market entities, regardless of the organizational and legal form and place of registration of such market entities.

The Company strives for the development of healthy competition in the provision of services for the transportation of goods by rail and locomotive traction and does not allow activities aimed at limiting or eliminating competition, infringing on the rights and legitimate interests of consumers and any manifestations of unfair competition.

The company does not allow unethical or illegal ways to influence its competitors. All employees of the Company are expected to strictly comply with legal regulations in the field of fair competition.

**Your responsibilities:**

➤ Not to enter into anti-competitive concerted actions, anti-competitive agreements, as well as agreements reached in any form between market entities that are prohibited by the antimonopoly legislation of the Republic of Kazakhstan and that lead or may lead to restrictions on competition;

➤ Do not abuse a dominant or monopolistic position. The antimonopoly legislation of the Republic of Kazakhstan prohibits the actions (inaction) of market entities that occupy a dominant or monopoly position, which have led or lead to the restriction of access to the relevant commodity market, the prevention, restriction and elimination of competition and (or) infringe on the legal rights of the market entity or an indefinite circle of consumers;

➤ Do not allow any actions in competition aimed at achieving or providing undue advantages. Unfair competition is prohibited;

➤ You must not exchange information that constitutes a trade secret or receive such information without legal grounds. Never discuss pricing, profits, costs, consumers/customers, market development, technical development, or any other restricted internal information with your competitors.

**It is needed to pay attention to:**

- dissemination in any form of deliberately false, unreliable information related to the Company's activities, which may cause losses or damage the business reputation;

- signs of unreliable and deliberately false advertising of the services provided by the Company;

- calling for a boycott of the Company or its competitor or services aimed at refusing consumers to establish a contractual relationship with the Company, competitor or purchase of services;

- the actions of a competitor of the Company aimed at forcing consumers of services to refuse to conclude a contract or apply discriminatory conditions to other consumers of services under equivalent contracts;
- illegal use of information constituting a trade secret without the permission of its copyright holder;
- incorrect comparison of the Company or the services it sells with the services sold by other market participants.

If you become aware of any possible anti-competitive actions, unfair competition, or you doubt the legality of such actions, do not hush up the issue, but boldly raise it with the management or contact the hotline.

## **CONFLICT OF INTERESTS**

*Conflict of interest management is one of the most important anti-corruption mechanisms. Company pays great attention to preventing the settlement of risks associated with conflicts of interest.*

Officials and employees of the Company, must be guided by the interests of the Company and avoid situations or circumstances in which their personal interests will be contrary to the interests of the Company.

In the event of a conflict of interest (or the possibility of its occurrence), officials and employees of the Company are obliged to bring this information in writing to the immediate supervisor or senior management of the Company.

### **Your duties:**

- Avoid direct or indirect “head-subordinate” relationships with people with whom you have a close relationship
- Avoid situations where your personal relationships / circumstances affect your business decisions in the Company;
- Disclose information about your actual, potential or identified conflicts of interest to your immediate supervisor or compliance controller;
- Do not participate in the decision if you have an actual, potential or revealed conflict of interest, for example:
  - ✓ When hiring people or promoting the employees with whom you have a close relationship, or influencing the amount of compensation, benefits or opportunities if they work in the Company;
  - ✓ Participation in transactions between the Company and other legal entities, the owners or employees of which are people with whom you have a close relationship;
- Do not participate in any work or business (commercial or non-commercial) outside the Company if this negatively affects your activity in the Company;
- Ask for advice and recommendations from your supervisor or compliance controller if you have any doubts as to whether your personal circumstances affect your job responsibilities at the Company.

### **What You need to pay attention to:**

- You or your colleagues have family members or other affiliates who work in the Company or in an organization that is a potential or actual partner of the Company;
- You or your colleagues have a share owning more than 1% of the capital of the organization, which is a potential or actual partner of the Company;
- You or your colleagues have part-time work or other activities outside the Company that may require you or your colleagues to use Company resources, including confidential information.

You can obtain detailed information about the conflict of interest by examining the following internal documents:

- ✓ Policy on the settlement of the conflict of interests of officials and employees of JSC «NC «KTZ»;
- ✓ Anti-corruption policy.

**Q.** My close relative is an official of potential supplier who participates in an open tender. I am member of tender commission. Could this be considered as a conflict of interests?

**A.** Yes, this is a conflict of interest, you need to disclose the detailed situation to the Compliance Service and not participate in the decision-making process in this competition.

## **GIFTS AND HOSPITALITY SIGNS**

**The Company declares a complete ban on giving and accepting gifts and hospitality signs by officials in the performance of their official duties.**

Gifts and tokens of hospitality are understood not only as cash, but also as anything of value offered or received by employees and officials in the course of carrying out activities in the Company.

Receiving and giving gifts, as well as providing hospitality, may create an unreasonable expectation on the part of a third party or the impression that you prefer a third party for reasons of personal benefit, rather than for reasonable commercial reasons.”

### **Your responsibilities:**

- Carefully evaluate the type, value, and amount of a gift or token of hospitality offered or received;
- Never offer, seek, or accept money, cash equivalents, personal services, or any other illegal or unacceptable gifts or hospitality;
- Never accept or give gifts or signs of hospitality that may affect the decision-making process.

### **What you need to pay attention to:**

- Any gifts and hospitality offered or received during the purchase of goods, works and services, during employment or employment, etc.;
- Any gifts and gifts that may affect your decision and objectivity or the decision and objectivity of your colleagues.

The issue of gifts and representative expenses is described in detail in the Anti-Corruption Policy of JSC «NC «KTZ».

**Q.** Are there any limitations to the receipt of gifts from business partners?

**A.** Criminal Code of the Republic of Kazakhstan establishes that it is not a crime by virtue of insignificance and is subject to disciplinary or administrative order receiving first official property, property rights or other benefits of the property as a gift in the absence of prior arrangement for past legal actions (inaction) if the value of the gift does not exceed two monthly calculation indices. In general, any official or employee of the Company should not receive values that can influence their decisions. Any gift can be considered as a bribe if it has an impact on the decision-making.

**Q:** One of our suppliers offered me a ticket to the final match of the European Football Championship, which is being held abroad. Can I accept these tickets?

**A:** The most appropriate and simple thing in this situation is to explain to the supplier that the acceptance of such an offer is prohibited by the Anti-Corruption Policy of JSC «NC «KTZ».

## **CARING FOR OUR COMPANY**

### **ASSET PROTECTION**

*Each employee is responsible for the proper management of the Company's assets. Proper asset management includes monitoring and maintaining the Company's investments, reserves and property.*

Assets of the Company mean production assets, technologies, property, cash, information, intellectual property, etc.

Improper use of assets creates obstacles to work and damages the Company.

Any use of the Company's assets for personal purposes is not allowed.

#### **Your duties:**

- Protect the assets and property of the Company as your personal;
- Use effectively, protect from loss, theft, misuse, and do not allow their illegal use;
- Do not disclose information to an employee who does not have the official need to access this information;
- Provide appropriate authorization and accurate documentation for the use of assets;

#### **What You need to pay attention to:**

- Assignment or waste of assets;
- Incorrect protection of assets from theft and damage;
- Any signs of fraud, damage or theft.



**Q.** I have been aware that our Company sells the assets at a reduced price under the privatization program and I assume that the price is lower than the market. Can this be considered as not protecting our assets?

**A:** Privatization is one of the ways how our Company manages the assets. The best price can be formed based on transparency and competition. The Company follows the policies and procedures on transparency and competition. Therefore, if you have been aware of any cases on privatization procedures violation or any other concerns, contact your line manager or Compliance Officer.

## TRANSPARENCY OF FINANCIAL REPORTS

*Company provides accurate and complete financial and business information. All financial data, records and reports must comply with International Financial Reporting Standards, legislation of the Republic of Kazakhstan and internal documents of the Company.*

All transactions and accounts must be consistent and properly classified. Decisions must be based on complete and accurate data. The provision of inaccurate, incomplete, contradictory and untimely reporting is unacceptable.

Any distortion of facts, falsification of documents, distortion of the true nature of any operations, the use of illegal financial transactions, pressure on employees to distort financial statements or accounting documents is prohibited.

Your duties:

- Fairly register transactions and contracts;
- Keep a complete, accurate and timely record of all business operations;
- Do not use hidden records and illegal financial transactions;
- Provide full assistance to internal and external auditors, provide them with accurate information and, upon their request and with appropriate permissions, provide them with access to documents and the opportunity to interview employees.

### **What You need to pay attention to:**

- Incorrect and incomplete reports with overestimated financial forecasts and incorrect indicators of expenses;
- Signs of dishonest activity, for example, the use of de facto funds for other purposes not de jure designated;
- Incomplete and inaccurate travel expenses and other expenses;
- Inconsistency of production activities with financial results

**Q.** Now is the last week of the quarterly reporting period. My manager, trying to ensure the achievement of the required indicators for the quarter, asked me to make an entry on an unconfirmed transaction in the accounting documents, which will be completed only next week. It seems to me that no one will be harmed by this. Can I do as he tells me?

**O.** No. Income and expenses should be recorded in the corresponding period. The transaction has not yet been completed, and its inclusion in an earlier period will lead to a distortion of facts and

is regarded as fraud. Your responsibility in this case is to report the situation to the Comptroller / Internal Audit Service.

## INFORMATION MANAGEMENT

*We use information in our daily activities to make business decisions. Information is an asset of the Company, part of which is confidential. Confidential information includes our know-how and other competitive information, personal data and other information that should never be disclosed to third parties without permission.*

### **Your duties:**

- Share confidential information outside the Company strictly as necessary and only after receiving professional advice;
- Comply with all internal requirements and restrictions regarding the disclosure of confidential information;
- Take measures to protect confidential information if you find out about any leakage;
- Sign a commitment to non-disclosure of confidential information;
- Make sure that third parties have signed a confidential agreement before you disclose confidential information to them.

### **What You need to pay attention to:**

- Discuss confidential information with third parties in public places;
- Appearance of any confidential information in the media.

You will learn how to protect the confidential information from the Rules for ensuring the protection of trade secrets and confidential information, which are placed in the electronic document management system.

**Q:** Our former employee, who used to work with me, asked me to give him copies of some of the materials we worked on together. I answered him that I would think. What should I do?

**A:** You do not have the right to provide confidential Company information to your former colleague. Contact your supervisor immediately, who, in turn, will inform the Department of Corporate Security, that will decide how the Company can protect its confidential information and property.

**Q:** I received a request from a business partner to provide information on a joint project, but I'm not sure if I have the right to do this?

**A:** You must make sure that this information is not confidential information in accordance with the internal documents of the Company. If you still have questions, please contact your immediate supervisor or representative of the Corporate Security Department.

**Q:** Once I worked late at the office. When I went into the copy room, I found a small bundle of personnel documents in the sorting device. I noticed that the copies contain information about the wages of employees of our department and other personal data. I do not want anyone to have problems, but I think that this kind of information should not be left to the public. What should I do?

**A:** You must return the paper to the person responsible for payroll immediately and confidentially. You must also report the documents you discovered and your actions to your immediate supervisor or the head of the unit responsible for payroll. Protecting the confidentiality and inviolability of private information is the personal responsibility of each employee of the Company. You are doing the right thing by paying attention to such facts and taking appropriate action

## **HOW DOES THE CODE OF ETHICS AND BEHAVIOR BE OBSERVED?**

*It is important that each employee or official respects the values declared in the Company, and also follows the standards of conduct set forth in this Code in the performance of their duties. The following are the first basic steps:*

- ✓ Read carefully and understand the provisions of this Code;
- ✓ Strictly adhere to the provisions of this Code in your words and actions;
- ✓ Express concern and communicate compliance risks.

### **If You don't know what to do, ask yourself the following questions:**

- Is it consistent with the Code?
- Does this correspond to the declared values of the Company, my personal values?
- Is it ethical?
- Is it legal?
- If the public becomes aware of my behavior, will my behavior be acceptable?
- Have I considered all of the alternatives?

### **Personal obligation to do the right thing:**

- Carefully study, understand, and faithfully follow the principles and provisions of this Code;
- When making decisions in the course of their daily activities, be guided by the values, ethical principles and standards of conduct provided for by this Code;
- Use caution and avoid signs of inappropriate behavior;
- Familiarize yourself with Anti-Corruption Policy to understand zero tolerance for any manifestations of corruption in all areas of the Company's activities;
- Report violations that will become known to you by any means of reporting provided for by the Confidential Informing Policy;
- Apply for compliance issues to authorized representatives of the Company for appropriate measures. At the same time, Company guarantees that the rights of employees will not be infringed, and their anonymity will not be violated in the event of such treatment.

We take this Code very seriously and consider its implementation one of our highest priorities, but we also understand that it is sometimes difficult to determine what is right and what is not. That is why we urge everyone to open communication.

*If you have doubts about the correctness of a particular decision, you can always contact your immediate supervisor, the Compliance Service or leave a message via hotline.*

*If you see that your question has remained unanswered, and the problem has not been resolved, insist on receiving an answer and a solution.  
Do not be indifferent!*

**Q.** I thought about contacting the Hotline, but I'm not sure if I should do this. My supervisor instructed me to do something that seems to me wrong and possibly even illegal. I think I should tell someone who can consider this issue, but I'm afraid that my supervisor will complicate my life at work if I do so. What should I do?

**A.** If you think you have identified a potentially serious problem, you should immediately report it. If you consider it inappropriate to contact your supervisor, you can contact the Compliance Service. Company will review the situation and prevent your immediate supervisor or anyone else from harassing you. The right thing to do will be to report your concern.

This Code places additional responsibilities on managers and officials who are responsible for maintaining high ethical standards of conduct in the Company.

Remember: you are the leaders responsible for creating an atmosphere in which the employees of the Company are provided with all the necessary opportunities for the effective implementation of their strategic and operational goals.

The task of the leader is to encourage work in strict accordance with the corporate culture and values of the Company, not to impede the discussion of emerging issues, to take care of the development of employees, to demonstrate by personal example behavior that is consistent with the principles of this Code and ethical business conduct.

Company's management is also responsible for managing compliance risks, aimed at timely prevention and effective response to possible problem areas, violations, omissions and non-compliance.

**Your duties:**

- To ensure that your subordinates understand and comply with the requirements of this Code and other internal compliance policies;
- To promote the principle of zero tolerance for any manifestations of corruption in all areas of the Company's activities by the Anti-Corruption Policy;
- To create conditions under which workers are ready to openly declare what is bothering them;
- To maintain a policy of inadmissibility of retaliation against employees reporting violations;
- When evaluating employees, take into account compliance with the provisions of this Code;
- To encourage the good conduct of employees in accordance with the provisions of this Code;

- To monitor and ensure compliance with the provisions of this Code and other compliance policies;
- Do not encourage or give orders to subordinates to achieve results at the cost of violating legislative and other requirements, ethical standards and behavior.

***If you have been asked a question or a problem, you should pay attention to such a problem. If in doubt, consult Compliance Service.***

Adherence and compliance with ethical and compliance requirements is the responsibility of everyone who works for the Company or represents its interests. Violation of this Code harms the reputation and work of our Company and may result in disciplinary sanctions or dismissal. It is important to note that non-compliance with certain sections of this Code may constitute a violation of the anti-corruption legislation of the Republic of Kazakhstan and internal compliance policies and may result in personal liability established by the laws of the Republic of Kazakhstan, including on the initiative of the Company.

Compliance with this Code is ensured by the Compliance Service and is fully supported by the Board of Directors of KTZ NC JSC.

Compliance service coordinates and takes the lead in the implementation of this Code.

Compliance service, as part of the preparation of the quarterly report on its activities to the Board of Directors, including information on the practice of compliance with this Code", as well as an analysis of trends and root causes of violations of its requirements.

***If you need recommendations or advice regarding the provisions of this Code, please contact your immediate supervisor or the Compliance Service.***

***If you become aware of violations of the provisions of this Code or other compliance procedures, internal controls, you must immediately report them through the confidential information channels provided for by the Confidential Information Policy, which is available on the corporate website [www.railways.kz](http://www.railways.kz) in the Anti-Corruption tab .***

***Hotline contacts are listed on the corporate website [www.railways.kz](http://www.railways.kz).***